

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING AND ALLOWING
PROOF OF CLAIM NUMBER 13930
CSX REALTY DEVELOPMENT LLC

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and CSX Realty Development LLC ("CSX"), its successors and permitted assigns (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 13930 and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, CSX filed Proof of Claim No. 13930 against Delphi Automotive Systems LLC ("DAS LLC"), asserting an unsecured priority claim in excess of \$ 5 million (the "Claim") alleging that DAS LLC is liable for damage to property in Vandalia, Ohio owned by CSX (the "CSX Vandalia Property") and that environmental contamination associated with operations at DAS LLC's facility in Buena Vista, Michigan (the "Buena Vista Facility") has damaged CSX's property in Michigan.

WHEREAS on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, CSX filed its Response and Objection of CSX Realty Development LLC to Debtors' (I) Third Omnibus Objection (Substantive) Pursuant

to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books and Records, And (C) Claims Subject To Modification And (II) Motion to Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) And Response And Objection Of CSX Realty Development LLC To Debtors' Motion For Order Pursuant To 11 U.S.C. § § 502(b) and 502(c) and Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007 and 9014 Establishing (I) Dates For Hearings Regarding Disallowance Or Estimation Of Claims And (II) Certain Notices And Procedures Governing Hearings Regarding Disallowance Or Estimation Of Claims (Docket No. 5800).

WHEREAS, on October 15, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and the Claimant entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC as set forth infra.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed with respect to the CSX Vandalia Property in the amount of three hundred- thousand dollars (\$300,000.00) which shall be treated as prepetition general unsecured non-priority claim against the estate of DAS LLC.
2. Claimant shall receive no recovery with respect to the Claim as it

relates to alleged damages resulting from environmental contamination associated with operations at the Buena Vista Facility. The Claim, as it relates to such alleged damages shall be an "Environmental Obligation" and "Flow-Through Claim" as defined in the Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors in Possession as filed with this Court on September 6, 2007.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K/ Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Joel M. Goss
Joel M. Goss
Arnold & Porter LLP
555 Twelfth Street NW
Washington, D.C. 20004
(202) 942-5705

Attorneys for CSX Realty Development LLC

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

